



गैल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम - महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गैल भवन,
16 भीकाएजी कामा प्लेस
नई दिल्ली-110066, भारत
GAIL BHAWAN,
16 BHIKAIJI CAMA PLACE
NEW DELHI-110066, INDIA
फोन/PHONE: +91 11 26182955
फैक्स/FAX: +91 11 26185941
ई-मेल/E-mail: info@gail.co.in

ND/GAIL/SECTT/2022

11.10.2022

1. Listing Compliance National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400051 Symbol:- GAIL	2. Listing Compliance BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code:- 532155
---	---

Sub.: Compliance Report on Corporate Governance - Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half-year ended 30.09.2022.

Dear Sir/Madam,

Please find enclosed herewith Compliance Report on Corporate Governance, in the prescribed format, for the quarter and half-year ended 30.09.2022

This is in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above is for your information and records.

Thanking you
Yours faithfully

Mahesh Agarwal

(Mahesh Kumar Agarwal)
Company Secretary

Encl.: As above

Copy to:

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : GAIL (INDIA) LIMITED
 2. Quarter ending : 30.09.2022

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (In Years)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) <u>AC – Audit Committee</u> <u>SRC – Stakeholders Relationship Committee</u>	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Manoj Jain ¹	AAPPJ6121Q & 07556033	Chairperson - Executive Director	05.06.18	---	31.08.22	---	19.08.62	0	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	M V Iyer	AABPI7021E & 08198178	Executive Director	25.11.20	---	---	---	05.10.63	3	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	M V Iyer ²	AABPI7021E & 08198178	Chairperson w.e.f 01.09.2022- Executive Director	25.11.20	---	---	---	05.10.63	3	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Rakesh Kumar Jain	ABFPJ7153F & 08788595	Executive Director	01.12.21	---	---	---	19.06.66	2	0	AC - 2 SRC - 0	AC - 1 SRC - 0

Mr.	Deepak Gupta	ACYPG5712B & 09503339	Executive Director	12.02.22	---	---	---	12.02.69	1	0	AC - 0 SRC - 1	AC - 0 SRC - 0
Mr.	Ayush Gupta ³	ACUPG5160 D & 09681775	Executive Director	22.08.22	---	---	---	25.12.70	1	0	AC - 1 SRC - 1	AC - 0 SRC - 0
Dr.	Navneet Mohan Kothari	AIWPK6532D & 02651712	Non-executive Director - Nominee Director	16.06.21	---	---	---	05.09.77	2	0	AC - 1 SRC - 0	AC - 0 SRC - 0
Mr.	Akhilesh Jain	ADJPJ8024H & 07731983	Non-executive Director - Independent Director	08.11.21	---	---	---	15.12.73	1	1	AC - 1 SRC - 0	AC - 1 SRC - 0
Mr.	Sher Singh	CXOPS5508N & 09404758	Non-executive Director - Independent Director	22.11.21	---	---	---	01.01.65	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Sanjay Kashyap	AJDPK9077B & 09402360	Non-executive Director - Independent Director	17.11.21	---	---	---	03.07.74	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Dr.	Nandhagopal Narayanasamy	ADOPN7134P & 06535490	Non-executive Director - Independent Director	17.11.21	---	---	---	15.06.70	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Ms.	Kangabam Inaocha Devi	BGDPD1744E & 07812922	Non-executive Director - Independent Director	18.11.21	---	---	---	14.11.77	1	1	AC - 0 SRC - 1	AC - 0 SRC - 1
Dr.	Ravikant Kolhe	AGWPK0219 K	Non-executive	22.11.21	---	---	---	02.08.64	1	1	AC - 1	AC - 0

		& 09406892	Director - Independent Director								SRC - 0	SRC - 0
Mr.	E. S. Ranganatha n ⁴	AHPS9128D & 07417640	Executive Director	01.07.20	---	12.08.22	---	30.05.63	0	0	AC - 0 SRC - 0	AC - 0 SRC - 0

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to Managing Director or CEO: N.A. (Government of India has appointed same person as a Chairperson and Managing Director)

Note 1: - Shri Manoj Jain (Chairman and Managing Director) retired from the services of the Company on 31.08.2022 on attaining age of superannuation.

Note 2: -Ministry of Petroleum & Natural Gas Letter No. CA-31022/2/2022-PNG (43323) dated 31.08.2022 conveyed entrustment of additional charge of the post of Chairman and Managing Director (C&MD), of the company to Shri M. V. Iyer, Director (BD) for a period of three months w.e.f. 01.09.2022 or till the appointment of a regular incumbent to the post or until further orders, whichever is the earliest. Ministry of Petroleum & Natural Gas letter No. CA-31022/1/2022-PNG (41186) dated 18.08.2022 conveyed ex-post facto extension of entrustment of additional charge of the post of Director (Marketing) of the company to Shri M.V. Iyer Director (Business Development) for a period of six months w.e.f. 18.04.2022 to 17.10.2022 or till appointment of a regular incumbent to the post, or until further orders, whichever is the earliest.

Note 3: - Ministry of Petroleum & Natural Gas letter No. CA-31024/2/2019-PNG (31534) dated 22.08.2022 conveyed the appointment of Shri Ayush Gupta, Chief General Manager (CGM) of the company to the post of Director (Human Resources) for a period of five years with effect from the date of his assumption of the charge of the post, or till the date of his superannuation, or until further orders, whichever is the earliest

Note 4: Ministry of Petroleum & Natural Gas vide Letter No.CA-31022/1/2018-PNG (41987) dated 29.08.2022 forwarded DoP&T order dated 12.08.2022 conveying the decision of Appointments Committee of the Cabinet (ACC) for pre-mature termination of the tenure of Shri E. S. Ranganathan from the post of Director (Marketing) with immediate effect.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment in the Committee	Date of Cessation from the Committee
Audit Committee	Yes	Shri Akhilesh Jain	Chairperson/Non-executive Director - Independent Director	03.12.2021	---
		Prof. Dr. Ravikant Kolhe	Non-executive Director -Independent Director	03.12.2021	---
		Shri M V Iyer	Executive Director	01.02.2022	01.09.2022
		Shri Ayush Gupta	Executive Director	01.09.2022	---
Nomination & Remuneration Committee	Yes	Dr. Nandhagopal Narayanasamy	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri Sher Singh	Non-executive Director -Independent Director	03.12.2021	---
		Shri Navneet Mohan Kothari	Non-executive Director – Nominee Director	06.08.2021	---

Risk Management Committee	Yes	Shri Sher Singh	Chairperson / Non-executive Director - Independent Director	03.12.2021	---
		Smt. Kangabam Inaocha Devi	Non-executive Director -Independent Director	03.12.2021	---
		Shri Rakesh Kumar Jain	Executive Director	03.12.2021	---
		Shri M V Iyer	Executive Director	25.11.2020	01.09.2022
		Shri Deepak Gupta	Executive Director	01.09.2022	---
Stakeholders Relationship Committee	Yes	Smt. Kangabam Inaocha Devi	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri Rakesh Kumar Jain	Executive Director	03.12.2021	01.09.2022
		Shri Deepak Gupta	Executive Director	25.02.2022	---
		Shri Ayush Gupta	Executive Director	01.09.2022	---

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*(Yes/No)	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings in number of days
06.05.2022	14.07.2022	Yes	11	6	30
27.05.2022	27.07.2022	Yes	11	6	
19.06.2022	04.08.2022	Yes	11	6	
	17.08.2022	Yes	11	6	
	22.08.2022	Yes	10	6	
	26.08.2022	Yes	12	6	
	26.09.2022	Yes	11	6	

* is filled only for Current Quarter Meetings

IV. Meeting of Committees

Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met* (Yes/ No)	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
14.07.2022	Yes	3	2	28.04.2022	44
04.08.2022	Yes	3	2	27.05.2022	

17.08.2022	Yes	3	2	19.06.2022	
29.09.2022	Yes	3	2	--	
Stakeholders Relationship Committee					
--	---	---	---	---	N.A.
Nomination & Remuneration Committee					
17.08.2022	Yes	2	2	---	N.A.
Risk Management Committee					
22.08.2022	Yes	3	2	---	N.A.

*** is filled only for Current Quarter Meetings**

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes ⁵

Note 5: - The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its 227th meeting held on 29.09.2022

VI. Affirmations

- GAIL is a Government Company under the administrative control of the Ministry of Petroleum and Natural Gas, Government of India. All the Directors on the Board of GAIL (including Independent Directors) are nominated/appointed by the Government of India. Appointment(s) of Directors is outside the purview/control of the GAIL's management. As on 30.09.2022, GAIL's Board comprised of Four whole-time Directors including CMD and One Government Nominee Director and Six Independent Directors. As such, GAIL is fully compliant with regard to the composition of Board, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee as per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The meetings of the Board of Directors and the Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Compliance Report on Corporate Governance for the Quarter and year ended 30.06.2022 was put up in 445th Meeting of the Board held on 04.08.2022.

Mahesh Agarwal

(Mahesh Kumar Agarwal)
Company Secretary

Format to be submitted twice a year, on a half-yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 30th September, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee, Comfort Letter, etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (Cash, Shares etc.)	Aggregate value of securities provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. – **Not Applicable**

Sd/-

(R.K. Jain)

Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company ; and

d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table